

Fill in this information to identify the case:

Debtor name Bennu Oil & Gas, LLC
 United States Bankruptcy Court for the: Southern District of Texas
 (State)
 Case number (If known): _____

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
 Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

2.1 Creditor's name

See attachment

Describe debtor's property that is subject to a lien

\$ 494,961,643

\$

Creditor's mailing address

Describe the lien

Creditor's email address, if known

Is the creditor an insider or related party?

No
 Yes

Is anyone else liable on this claim?

No
 Yes. Fill out Schedule H: Codebtors (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

Contingent
 Unliquidated
 Disputed

2.2 Creditor's name

Describe debtor's property that is subject to a lien

\$

\$

Creditor's mailing address

Describe the lien

Creditor's email address, if known

Is the creditor an insider or related party?

No
 Yes

Is anyone else liable on this claim?

No
 Yes. Fill out Schedule H: Codebtors (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

Contingent
 Unliquidated
 Disputed

Date debt was incurred _____
 Last 4 digits of account number _____
 Do multiple creditors have an interest in the same property?
 No
 Yes. Have you already specified the relative priority?
 No. Specify each creditor, including this creditor, and its relative priority.

 Yes. The relative priority of creditors is specified on lines _____

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$ 494,961,643

Part 1: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column A
Amount of claim
• Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

2. Creditor's name	Describe debtor's property that is subject to a lien	
<hr/>		
Creditor's mailing address	<hr/> <hr/>	
<hr/> <hr/>		
Creditor's email address, if known	Describe the lien	
<hr/>		
Date debt was incurred	Is the creditor an insider or related party?	
Last 4 digits of account number	<input type="checkbox"/> No <input type="checkbox"/> Yes	
Is anyone else liable on this claim?		
<input type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H).		
As of the petition filing date, the claim is:		
Check all that apply.		
<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
Do multiple creditors have an interest in the same property?	<hr/> <hr/>	
<input type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <hr/> <hr/>	<hr/> <hr/>	
<input type="checkbox"/> Yes. The relative priority of creditors is specified on lines _____		
2. Creditor's name	Describe debtor's property that is subject to a lien	
<hr/>		
Creditor's mailing address	<hr/> <hr/>	
<hr/> <hr/>		
Creditor's email address, if known	Describe the lien	
<hr/>		
Date debt was incurred	Is the creditor an insider or related party?	
Last 4 digits of account number	<input type="checkbox"/> No <input type="checkbox"/> Yes	
Is anyone else liable on this claim?		
<input type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H).		
As of the petition filing date, the claim is:		
Check all that apply.		
<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
Do multiple creditors have an interest in the same property?	<hr/> <hr/>	
<input type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <hr/> <hr/>	<hr/> <hr/>	
<input type="checkbox"/> Yes. The relative priority of creditors is specified on lines _____		

Debtor Bennu Oil & Gas, LLC Case number (if known) _____
Name _____

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
Wilmington Trust, N.A.	Line 2. <u>1</u>	_____
50 South Sixth Street, Suite 1290		
Minneapolis, MN 55402		
Duane Morris LLP		
1330 Post Oak Blvd., #800		
Houston, TX 77056		
O'Melveny & Myers		
400 South Hope Street, 18th Floor		
Los Angeles, CA 90071		
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
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	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____
	Line 2. <u> </u>	_____

Bennu Oil & Gas, LLC

Attachment to Form 206D - Part 2.1 Creditors with Secured Claims
As of November 14, 2016

INVESTOR	Address1	Address2	Address3	City	ST	Zip	Outstanding	% of Total	Related?
ALPINE SWIFT MASTER LP	767 Fifth Avenue, 16th Floor	C/O Wingspan	New York	NY	10153	14,283,838.47	2.89%	No	
ASSOCIATED BRITISH FOODS PENSION SCHEME - 1	1620 26th Street, Suite 6000N	C/O Beachpoint Capital	Santa Monica	CA	90404	1,481,126.65	0.30%	No	
AVENUE CREDIT STRATEGIES FUND	399 Park Avenue, 6th Floor		New York	NY	10022	18,969,878.76	3.83%	No	
AVENUE ENTRUST CUSTOMIZED PORTFOLIO SPC ON BEHALF OF AND FOR THE ACCOUNT OF AVENUE US/EUROPE DISTRESSED SEGREGATED	399 Park Avenue, 6th Floor		New York	NY	10022	1,997,383.99	0.40%	No	
AVENUE INCOME CREDIT STRATEGIES FUND	399 Park Avenue, 6th Floor		New York	NY	10022	5,489,863.76	1.11%	No	
Avenue Investments LP	399 Park Avenue, 6th Floor		New York	NY	10022	119,565,534.62	24.16%	No	
BANK OF AMERICA NA	214 North Tryon Street		Charlotte	NC	28255	1,318.13	0.00%	No	
BEACH POINT MULTI-ASSET CREDIT FUND LTD	1620 26th Street, Suite 6000N		Santa Monica	CA	90404	1,414,408.71	0.29%	No	
BEACH POINT SCF IV LLC	1620 26th Street, Suite 6000N		Santa Monica	CA	90404	1,221,195.90	0.25%	No	
BEACH POINT SCF X LLC	1620 26th Street, Suite 6000N		Santa Monica	CA	90404	886,782.29	0.18%	No	
BEACH POINT STRATEGIC MASTER FUND L.P.	1620 26th Street, Suite 6000N		Santa Monica	CA	90404	644,441.22	0.13%	No	
BEACH POINT TOTAL RETURN MASTER FUND LP - 2	1620 26th Street, Suite 6000N		Santa Monica	CA	90404	11,187,138.81	2.26%	No	
Beadsea Opportunity LLC	777 Third Ave Suite 19A		New York	NY	10017	3,727,927.78	0.75%	No	
BELL ATLANTIC MASTER TRUST	One Mellon Center; Suite 151-0915	C/O Credit Value Partners	Pittsburgh	PA	15258-0001	3,048,844.02	0.62%	No	
BOF HOLDINGS IV, LLC	1450 Brickell Avenue, 31st Floor	C/O Bayside Capital	Miami	FL	33131	6,142,594.70	1.24%	No	
BROOKWOOD S A R L	6D, route de Trèves	C/O Castle Hill Asset Management	Senningerberg Luxembourg	L-2633		25,572,846.08	5.17%	No	
BUSBAR II LLC	200 Clarendon Street, 55th Floor	C/O Arclight Capital Partners	Boston	MA	02117	2,559,414.47	0.52%	No	
BUSBAR III, LLC.	200 Clarendon Street, 55th Floor	C/O Arclight Capital Partners	Boston	MA	02116	2,559,414.47	0.52%	No	
CASTLE HILL ENHANCED FLOATING RATE OPPORTUNITIES LIMITED	42-44 Grosvenor Gardens		London, UK		SW1W 0EB	12,907,467.68	2.61%	No	
Credit Suisse Loan Funding LL	Eleven Madison Avenue, 23rd Floor		New York	NY	10010	48,700,657.40	9.84%	No	
CREDIT VALUE MASTER FUND III LP	777 Third Ave Suite 19A		New York	NY	10017	16,337,003.21	3.30%	No	
CREDIT VALUE MASTER FUND IV-A1 LP	777 Third Ave Suite 19A		New York	NY	10017	2,037,342.81	0.41%	No	
CREDIT VALUE MASTER FUND IV-B LP	777 Third Ave Suite 19A		New York	NY	10017	1,018,671.39	0.21%	No	
CREDIT VALUE PARTNERS DISTRESSED DURATION MASTER FUND, LP	777 Third Ave Suite 19A		New York	NY	10017	7,223,504.99	1.46%	No	
CVP DISTRESSED FUND, LP	777 Third Ave Suite 19A	C/O Credit Value Partners	New York	NY	10017	253,456.29	0.05%	No	
Fernwood Associates LLC	1370 Avenue of the Americas, 33rd Fl	C/O Intermarket	New York	NY	20019	16,526,648.70	3.34%	No	
Fernwood Foundation Fund LLC	1370 Avenue of the Americas, 33rd Fl	C/O Intermarket	New York	NY	20019	3,166,391.12	0.64%	No	
Fernwood Restructurings Ltd	1370 Avenue of the Americas, 33rd Fl	C/O Intermarket	New York	NY	20019	16,542,301.75	3.34%	No	
FULCRA FOCUSED YIELD FUND	415-1090 West Pender St		Vancouver, BC		V6E 2N7	172,735.92	0.03%	No	
GOLDMAN SACHS LENDING PARTNERS LLC	200 West Street		New York	NY	10282-2198	1,804,172.27	0.36%	No	
JP Morgan Whitefriars Inc	125 London Wall	C/O JP Morgan Chase	London, UK		EC2Y 5AJ	27,061,627.98	5.47%	No	
LAKE WATER TOTAL RETURN OPPORTUNITY FUND LP	3 Fennell Street, Suite 3		Skaneateles	NY	13152	628,025.30	0.13%	No	
LLOYDS BANK PENSION SCHEME No. 1-2	1620 26th Street, Suite 6000N	C/O Beachpoint Capital	Santa Monica	CA	90404	2,121,459.99	0.43%	No	
LLOYDS BANK PENSION SCHEME No. 2	1620 26th Street, Suite 6000N	C/O Beachpoint Capital	Santa Monica	CA	90404	944,576.94	0.19%	No	
MSD CREDIT OPPORTUNITY FUND, L.P.	645 Fifth Ave, 21st Floor		New York	NY	10022	12,845,181.26	2.60%	No	
P STONE LION IE, A FUND OF PERMAL MANAGED ACCOUNT PLATFORM ICAV	Four Chase Metrotech Center North		Brooklyn	NY	11245-0001	2,180,638.00	0.44%	No	
PENNANTPARK CREDIT OPPORTUNITIES FUND II, LP	590 Madison Avenue, Floor 15		New York	NY	10022	1,419,962.14	0.29%	No	

Bennu Oil & Gas, LLC
 Attachment to Form 206D - Part 2.1 Creditors with Secured Claims
 As of November 14, 2016

INVESTOR	Address1	Address2	Address3	City	ST	Zip	Outstanding	% of Total	Related?
PENNANTPARK INVESTMENT CORPORATION	590 Madison Avenue, Floor 15			New York	NY	10022	26,979,280.80	5.45%	No
PERELLA WEINBERG PARTNERS ASSET BASED VALUE MASTER FUND I LP	767 Fifth Avenue, 4th Floor			New York	NY	10153	10,122,484.19	2.05%	No
ROYAL MAIL PENSION PLAN 1	1620 26th Street, Suite 600N	C/O Beachpoint Capital		Santa Monica	CA	90404	1,329,037.45	0.27%	No
Schultze Master Fund Ltd	3000 Westchester Ave, Suite 204		Purchase	NY	10577		2,561,027.44	0.52%	No
Sierra Income Corporation	375 Park Avenue 33rd Floor	C/O Medley Capital		New York	NY	10152	5,656,703.94	1.14%	No
SPECTRUM CREDIT OPPORTUNITIES FUND II, LP	1250 Broadway, 19th Floor			New York	NY	10001	3,579,002.58	0.72%	No
Spectrum-KSS Master SPC Ltd Segregated Portfolio B-1 (fka KHROMA SPECIAL									
SITUATIONS MASTER SPC LTD - CLASS B-1	1250 Broadway, 19th Floor	C/O Spectrum Group		New York	NY	10001	5,490,369.76	1.11%	No
Stone Lion Portfolio LP	Four Chase Metrotech Center North			Brooklyn	NY	11245-0001	5,769,007.20	1.17%	No
WHITEHORSE IX, LTD.	1555 North Rivercenter Drive, Suite 302			Milwaukee	WI	53212	4,069,443.35	0.82%	No
WHITEHORSE VIII, LTD	601 Travis Street, 17th Floor			Houston	TX	77002	3,048,262.62	0.62%	No
WINGSPAN MASTER FUND LP	767 Fifth Avenue, 16th Floor			New York	NY	10153	31,711,245.54	6.41%	No
							494,961,642.82	100.00%	